

# Exhibit 7

## PROSPECTUS

6,918,114 Shares



Catcher Holdings, Inc.

Common Stock

This prospectus relates to the resale of up to 1,598,807 shares of common stock and 5,319,307 shares of common stock underlying Secured Convertible Promissory Notes of Catcher Holdings, Inc. (the "Notes") by certain selling stockholders identified in this prospectus. All of the shares, when sold, will be sold by these selling stockholders. The selling stockholders may sell their common stock from time to time at prevailing market prices. We will not receive any proceeds from the sales by the selling stockholders, but our obligation to repay the Notes will be extinguished if the selling stockholders choose to convert all amounts due under their Notes into shares of common stock. We expect that sales of shares by the selling stockholders pursuant to this offering will cease upon the earlier of (i) the sale of all shares registered on the registration statement relating to this offering and (ii) the date upon which all shares registered on the registration statement relating to this offering may be sold under Rule 144(k) under the Securities Act of 1933, as amended.

Our common stock is quoted on the OTC Bulletin Board under the symbol "CTHH." On December 31, 2007 the last sale price for our common stock on the OTC Bulletin Board was \$0.65.

No underwriter or person has been engaged to facilitate the sale of shares of common stock in this offering. None of the proceeds from the sale of common stock by the selling stockholders will be placed in escrow, trust or any similar account. There are no underwriting commissions involved in this offering. We have agreed to pay all the costs of this offering other than customary brokerage and sales commission. Selling stockholders will pay no offering expenses other than those expressly identified in this prospectus.

**This offering is highly speculative and these securities involve a high degree of risk. You should purchase shares only if you can afford a complete loss. See "[Risk Factors](#)" beginning on page 8.**

We have a concurrent offering of our shares that will have a dilutive effect on any purchaser of shares under this prospectus and the registration statement of which it is a part. A registration statement on Form SB-2 (SEC File Number 333-133579) covers sales by other selling shareholders of up to 8,338,292 shares of our common stock issued in connection with several transactions described in that registration statement. As such, there are a total of 15,255,156 shares registered for resale under this and the other registration statement referred to above.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is January 2, 2008.**



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purchased substantially all of the assets and liabilities of LCM. The transaction was accounted for as a reverse merger. Accordingly, the historical financial statements of LCM are Catcher Inc.'s historical financial statements for reporting purposes.

Since the Acquisition, we have accomplished the following:

- Named our independent Directors and established a compensation, audit, and nominating and corporate governance committees;
- Completed the prototype development of the CATCHER™;
- Successfully completed testing of the prototype and initial production units in compliance with applicable FCC equipment authorization requirements;
- Obtained certification to post the "CE" mark required of all electrical and mechanically operated equipment of non-European Community origin to be legally operated and sold within the European Union;
- Entered into an outsourcing contract manufacturing agreement with KeyTronic Corporation for production of the device and commenced efforts required to begin initial low rate production;
- Engaged the market by entering into Value Added Reseller ("VAR") and manufacturing services representative agreements, and have been named as a certified supplier to Unisys Corp.;
- Received initial low volume purchase orders from various companies including Unisys Corp., L3 Communications, Inc., Engineering and Professional Services, Inc., Alion Sciences and Technologies. The purchasers intend to use the units for testing, evaluation and demonstration purposes;
- Commenced "initial" production and delivery of the CATCHER™; and
- Entered into agreements with nine Manufacturer's Representative firms in order to expand our distribution to local government and commercial markets.

### Strategy

We have completed development and are in production of the CATCHER™ family of products. Through the second quarter of 2007 we received initial purchase orders for testing, evaluation and pilot programs.

We utilize a two tiered sales strategy consisting of an executive sales team approach for the largest strategic systems integrators (tier one) and a channel sales approach, including small to medium sized value added resellers (VARs) in association with Manufacturers Representatives (MRs), that identify, sign, and support the VARs in the field (tier two). In the tier two channel, the combination of VARs and MRs gives us a substantial number of sales representatives presenting the product to both VARs and end-users looking for a VAR. Initially, we targeted VARs that already sell their products and services to government agencies such as the Departments of Defense, Homeland Security and Justice, other law enforcement and security agencies, municipal and general aviation facilities, and border and port facilities. By engaging MRs, we believe we are positioned to expand outside of the government sector into commercial, industrial and private first responder markets. The Sales Group (located in the western United States including California, Washington and Oregon among others) is the first MR firm engaged by us. The Sales Group's primary focus is the first responder (the first persons on the scene, e.g., police, fire and EMS) and commercial/industrial end-users. Many of the sales representatives working for The Sales Group, have previous experience selling the Itronix Tablet PC, a device similar to the CATCHER™ but lacking certain key features, including biometrics. This experience has helped The Sales Group to identify several vertical markets for the CATCHER™, a product which they see as a growth opportunity for their business. The Sales Group covers California, Arizona, Nevada, Hawaii, Washington, Oregon, Alaska, western Idaho, and western Montana, and has its corporate offices in Calabasas, California. We have also signed agreements with eight other MR firms including, among others: J. Brophy and Associate (Illinois, Indiana and Wisconsin), PMC and Associates covering the mid-Atlantic region (New York, New Jersey, Washington D.C., and other states in that region) and the Cambridge Group (Texas, Oklahoma, and other states in the southwestern U.S.).

If the CATCHER™ establishes a track record in the first responder and commercial/industrial markets it is likely that we will consider engaging Original Equipment Manufacturers (OEMs) under licensing agreements that will further extend the reach of our products.

Our technical staff and key personnel in sales, marketing, business development, and engineering currently support the VARs and MFs. We believe this approach will enable us to reduce marketing and sales force costs and reduce the time to market.

To date, we have entered into VAR agreements with eleven companies including: Engineering and Professional Services (EPS), L-3 Government Services, Inc. and Alion Science and Technology, Inc.

We are in various stages of contract negotiations with numerous additional VARs, which will generally include pricing and volume commitment terms. In addition, we have also started the process of becoming an “approved vendor” to government integrators who are not under a VAR agreement, enabling us to supply products to these relationships as demand is created.

We have been appointed a certified supplier to Unisys Corporation (“Unisys”), and have received an initial order from Unisys, which they will use to complete their evaluation process and market the CATCHER™ through the Unisys Center of Excellence, a showcase for their various products and services.

We have outsourced production to a contract manufacturer. On November 22, 2005, we entered into a manufacturing agreement with KeyTronic EMS, a division of KeyTronic Corporation [Nasdaq:KTCC] (“KeyTronic”). Under the agreement, KeyTronic will manufacture the CATCHER™, at fixed unit prices dependent on monthly purchase volumes. The initial term of the agreement expires on December 31, 2009 and the agreement may be renewed for additional two-year terms. KeyTronic, with headquarters in Spokane, Washington, is a \$200 million contract manufacturing company with more than 30 years experience and worldwide manufacturing capacity including the US, Mexico, and China. KeyTronic has a reputation for innovation and has become a value-added contract manufacturing partner to some of the world’s leading OEMs.

#### **Vivato Merger**

On December 5, 2007, we executed an Amended and Restated Agreement and Plan of Merger, dated as of December 4, 2007 (the “Merger Agreement”) with Vivato Networks, Inc. (“Vivato”), among us, Vivato, Huckleberry Acquisition Corporation, our wholly-owned subsidiary (“Merger Sub”) and Gary Haycox as Stockholders’ Agent (the “Agreement”), which amended and restated certain terms of the Agreement and Plan of Merger, dated as of September 24, 2007, by and among the us, Vivato, Merger Sub and the Stockholders’ Agent, and closed the merger. Pursuant to the Agreement, Merger Sub merged with and into Vivato, with Vivato surviving as our wholly-owned subsidiary (the “Merger”).

The merger will expand our product offering to include extended range, wireless network infrastructure and multi-functional client platforms combined with standards-based solutions to the global mobile workforce. We believe that combining the capabilities of both companies will provide synergies, yielding a systems level approach, addressing multiple market segments with mobile computing, communications and application solutions. It is anticipated that customers in a wide range of markets including military, homeland security, integrated public safety, municipal, transportation and logistics will benefit from true systems level solutions, addressing the harshest and most demanding mobile applications.

#### **Resignation of Officer**

Robert H. Turner, our former Chief Executive Officer and the Chairman of our Board of Directors (the “Board”), resigned in his capacity as Chief Executive Officer, Chairman and Director effective December 18, 2007.

On December 18, 2007, we appointed Gary Haycox, the Company’s Chief Technology Officer, to the position of Chief Executive Officer. On December 18, 2007, the Board named Gary Haycox as Interim Chairman of the Board.

#### **Shares Being Registered.**

##### *Convertible Debt Offerings*

On April 4, 2007, we completed a convertible debt financing with existing investors. We sold Secured Convertible Promissory Notes (the “April Notes”) and 297,500 shares of common stock for aggregate proceeds of \$850,000 (the “April Financing”). The April Notes have a stated principal of \$850,000 and accrue interest at a rate of 10% per annum, payable along with principal upon maturity of the notes which is 90 days from the issue date. The April Notes may be converted into a future financing at the terms of that financing or repaid through the proceeds of such financing at the option of the holder.

We evaluated all of the terms and conditions of the April Notes and determined that the April Financing did not embody terms and conditions that met the definition of derivatives that would require bifurcation. However, the April Financing required the allocation of proceeds among the April Notes and Common Stock issued therewith based on their relative fair values in accordance with APB 14. We valued the common stock issued at \$357,000 based on the five day